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SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

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March 10, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract C-8231

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of January 25, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are.

Lessor. American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Ascend Performance Materials LLC
400 Park Avenue
Suite 810
New York, NY 10022]

Section Chief
March 10, 2010
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A description of the railroad equipment covered by the enclosed document is:

34 railcars within the series ACFX 038983 - ACFX 039242 as more particularly set forth in the attachment to the document.

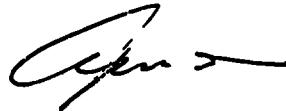
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Ascend Performance Materials LLC, a Delaware Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

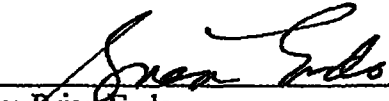
RECORDATION NO. 29182 FILED

MAR 10 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

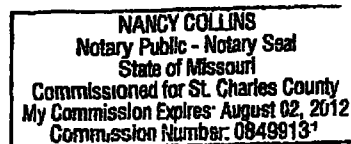
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.


AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 25th day of Jan., 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Ascend Performance Materials LLC

Contract C-8231 *Std 11/12/10*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	038983
	Hopper	ACFX	038986
	Hopper	ACFX	038991
	Hopper	ACFX	038995
	Hopper	ACFX	039006
	Hopper	ACFX	039016
	Hopper	ACFX	039026
	Hopper	ACFX	039032
	Hopper	ACFX	039040
	Hopper	ACFX	039051
	Hopper	ACFX	039068
	Hopper	ACFX	039076
	Hopper	ACFX	039079
	Hopper	ACFX	039195
	Hopper	ACFX	039196
	Hopper	ACFX	039198
	Hopper	ACFX	039199
	Hopper	ACFX	039200
	Hopper	ACFX	039205
	Hopper	ACFX	039206
	Hopper	ACFX	039208
	Hopper	ACFX	039214
	Hopper	ACFX	039216
	Hopper	ACFX	039218
	Hopper	ACFX	039221
	Hopper	ACFX	039222
	Hopper	ACFX	039226
	Hopper	ACFX	039230
	Hopper	ACFX	039231
	Hopper	ACFX	039236
	Hopper	ACFX	039238
	Hopper	ACFX	039239
	Hopper	ACFX	039241

Schedule A

Equipment

Ascend Performance Materials LLC

Contract C-8231

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
34	Hopper	ACFX	039242

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

3/10/10



Robert W Alvord